

**DISCLAIMER**

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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 17, 1998

JOINT PETITION OF

BELL ATLANTIC CORPORATION

CASE NO. PUA980031

and

GTE CORPORATION

For approval of agreement  
and plan of merger

PROTECTIVE ORDER

On November 18, 1998, Bell Atlantic and GTE (collectively, "Petitioners") filed a motion requesting the entry of a Protective Order to set forth the procedures by which confidential information can be handled generally in this proceeding.

UPON CONSIDERATION of Petitioners' request, the Commission is of the opinion and finds that a Protective Order should be entered. Accordingly,

IT IS ORDERED THAT any documents, materials, and information to be produced by Petitioners, either for themselves or for their affiliates, or to be produced by any other party ("Other Party") in this proceeding in response to the Commission's orders, Commission Staff ("Staff") or Other Party data requests or properly propounded interrogatories or requests

for production of documents in this proceeding, which documents, materials, or information the producing party designates as confidential ("Confidential Information"), shall be examined and used only in accordance with the following conditions:

(1) All Confidential Information produced to Petitioners, Staff, or Other Parties shall be used solely for the purposes of this proceeding (including appeals).

(2) Access to Confidential Information shall be specifically limited to Petitioners, Staff or Other Parties, their counsel and expert witnesses, and to support personnel who are working on this case under the direction of their counsel or expert witnesses and to whom it is necessary that the Confidential Information be shown for the purposes of this proceeding. In order to obtain access to such information, the Staff witnesses and their attorneys are hereby directed to treat all Confidential Information received in connection with this case as set forth in this Protective Order. In order to obtain access to such information, Petitioners and all Other Parties, their counsel and expert witnesses shall sign an Agreement to Adhere to this Protective Order ("Agreement") which is Attachment A to this Protective Order. Staff counsel and expert witnesses are not required to sign the Agreement. All Agreements must be properly forwarded to the producing party upon execution.

(3) In the event that Petitioners, Staff or Other Parties seek permission to grant access to any Confidential Information to any person other than the persons described in paragraph (2) above, the party desiring permission shall seek a stipulation from counsel for the producing party. The producing party shall be under no obligation to furnish Confidential Information to persons other than those described in paragraph (2) above unless specifically ordered by the Commissions to do so. Parties are encouraged, however, to seek stipulations to the maximum extent practicable. In the event of a negative response, the party seeking disclosure permission may apply to the Commission for such permission.

(4) In the event that Petitioners or Other Parties contend (in addition to or in lieu of confidentiality) that they (a) should not be required to produce specific documents, materials or information due to their commercially or competitive nature ("Competitively Sensitive Information"), or (b) should restrict access to Competitively Sensitive Information, Petitioners or such Other Party shall bear the burden of proving that such specific documents, materials, or information should not be discoverable or access should be restricted, including a showing that the information cannot be adequately protected by an appropriate nondisclosure statement. For purposes of responding to data requests propounded by the Staff or Other Parties in

this proceeding, the production and handling of Competitively Sensitive Information shall be governed by the terms of an appropriate nondisclosure agreement between the producing party and the Other Parties. While the Staff is bound by the terms of such an agreement, they are not required to execute it.

(5) A party withholding Competitively Sensitive Information from any participant<sup>1</sup> shall immediately provide all parties with a log enumerating all such information. The log shall specify the following about the information withheld:

- (i) the original requesting party;
- (ii) the data request number and date of the request;
- (iii) the type of information (e.g., computer-stored information, microfilm, letter, memorandum, policy circular, minute book, telegram, chart, etc.) or some other means of identifying it;
- (iv) its present location and custodian;
- (v) the nature of the information; and
- (vi) the basis for the claim that the information is Competitively Sensitive.

The withholding party shall telefax updates to the log, if any, to all participants on the first occasion Competitively Sensitive Information is withheld from any participant, and thereafter on a weekly basis, for the duration of this proceeding. The obligations imposed by this paragraph shall be in addition to the withholding party's obligation to make

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<sup>1</sup> For purposes of this Protective Order, the term "participant" means all parties and Staff.

specific objections to a data request that seeks Competitively Sensitive Information.

(6) The Clerk of the Commission is directed to maintain under seal all documents, materials, and information filed with the Commission in this proceeding which the producing party has designated, in whole or in part, as Confidential Information or Competitively Sensitive Information.

(7) In the event Petitioners, Staff or Other Parties seek to introduce testimony, exhibits, or studies that disclose Confidential Information, the Staff or the party seeking such introduction shall:

(a) Notify the producing party at least three (3) days in advance of any hearing regarding testimony that is not prefiled unless a shorter period would not unduly prejudice the producing party.

(b) If such testimony is prefiled, file such testimony, exhibits or studies with the Commission under seal and serve on all parties of record copies of testimony, exhibits, or studies deleting those parts that contain references to or portions of the designated Confidential Information. The testimony, exhibits, or studies containing the Confidential Information filed with the Commission shall be kept under seal unless and until the Commission rules to the contrary. Each party shall,

upon signing Attachment A to this Protective Order, receive a copy of those parts of the testimony, exhibits, or studies that contain references to or portions of the designated Confidential Information and each party and counsel shall be bound by this Order insofar as it restricts the use of and granting of access to the Confidential Information.

(8) Oral testimony regarding Confidential Information, if ruled admissible by the Commission, will be taken in camera and that portion of the transcript recording such testimony shall be placed in the record under seal.

(9) In the event the Petitioners, Staff, or Other Parties seek to introduce at a hearing testimony, exhibits or studies that disclose Competitively Sensitive Information, the Staff or the parties seeking such introduction shall notify the producing party at least ten (10) days in advance of any such hearing unless a shorter period is necessary or would not unduly prejudice the producing party. Any testimony regarding Competitively Sensitive Information shall be taken in camera and in the presence of only those persons who have been granted access to the specific Competitively Sensitive Information pursuant to a nondisclosure agreement with the producing party and such other persons the Commission may designate and who upon designation agree to the terms of an appropriate nondisclosure

agreement satisfactory to the Commission. That portion of the transcript recording such testimony shall be placed in the record under seal.

(10) In the event Petitioners, Staff, or Other Parties file with the Commission and serve on other participants other testimony, exhibits, or studies from which Competitively Sensitive Information has been deleted, the participant shall immediately notify all participants and provide them with a general description of the Competitively Sensitive Information that has been deleted. To satisfy this requirement, the participants shall refer to the specific entry or entries on the log required by Paragraph (5) of this Order, if applicable. Otherwise, the participants shall describe the deleted Competitively Sensitive Information by providing substantially the same information required by Paragraph (5). The notification shall be made by telefax on or before the first business day after the filing of the written testimony, exhibits, or studies. In the event Petitioners, Staff, or Other Parties seek to introduce testimony, exhibits, or studies containing reference to Competitively Sensitive Information at hearing, such notification shall be provided under the supervision of the Commission.

(11) No person authorized under this Protective Order to have access to Confidential Information shall disseminate, or

communicate, or reveal any such Confidential Information to any person not specifically authorized under this Protective Order (or nondisclosure agreement entered into pursuant to Paragraph (4) of this Protective Order) to have access to such Confidential Information.

(12) At the conclusion of this proceeding (including any appeals), any originals or reproductions of any Confidential Information produced pursuant to this Order shall be returned by Petitioners and Other Parties to the producing party (or destroyed) if requested to do so by the producing party. At such time, any originals or reproductions of any Confidential Information in Staff's possession will be returned to the producing party, destroyed or kept with Staff's permanent work papers in a manner that will preserve the confidentiality of the Confidential Information. Insofar as the provisions of this Protective Order restrict the communications and use of the Confidential Information produced thereunder, such restrictions shall continue to be binding after the conclusion of this proceeding (including any appeals) as to the Confidential Information.

(13) This Protective Order does not preclude Petitioners, Staff, or any Other Party from arguing, prior to production or disclosure, that documents, materials, and information received under the Order should not be treated as confidential. But in



no event shall any party disclose designated Confidential Information it has received subject to this Protective Order, absent a finding by the Commission that such information does not require confidential treatment. If Petitioners, Staff, or any Other Party desires to make such an assertion, the producing party shall be given reasonable notice before being required to bear the burden of proving the contrary, and reasonable notice shall be at least three (3) days in advance of a hearing in connection with testimony that is not prefiled and that contains Confidential Information. The burden of proof to show that documents, materials, or information, require confidential treatment as trade secrets, commercially or personally sensitive information, or other grounds for confidential treatment shall be upon the proponent of maintaining the documents, materials, or information in confidence.

(14) A producing party is obligated to separate non-confidential documents, materials, and information from Confidential Information wherever practicable, and to produce the non-confidential documents, materials, and information forthwith.

**COMMONWEALTH OF VIRGINIA**  
**STATE CORPORATION COMMISSION**

**AT Richmond**

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	)	
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<b>and</b>	)	
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	)	
<b>For approval of agreement</b>	)	
<b>and plan of merger</b>	)	

**AGREEMENT TO ADHERE TO PROTECTIVE ORDER**

I, \_\_\_\_\_, on behalf of and representing \_\_\_\_\_,  
hereby acknowledge having read and understood the terms of the Protective Order entered in this  
proceeding by the Commission on \_\_\_\_\_, 1998, and agree to treat all Confidential  
Information that I receive in connection with this Case No. PUA980031 as set forth in that  
Protective order.

Signature: \_\_\_\_\_

On behalf of: \_\_\_\_\_